

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

	X	
In re:	:	Chapter 11
	:	
FIRST MODE HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	:	Case No. 24-12794 (KBO)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Ref. Docket Nos. 116, 229, 232, 236, & 242

**CERTIFICATION OF COUNSEL REGARDING FURTHER REVISED PROPOSED ORDER (I) APPROVING THE DISCLOSURE STATEMENT; (II) ESTABLISHING THE VOTING RECORD DATE, VOTING DEADLINE, AND OTHER DATES; (III) APPROVING PROCEDURES FOR SOLICITING, RECEIVING, AND TABULATING VOTES ON THE PLAN AND FOR FILING OBJECTIONS TO THE PLAN; (IV) APPROVING THE MANNER AND FORMS OF NOTICE AND OTHER RELATED DOCUMENTS; AND (V) GRANTING RELATED RELIEF**

On January 9, 2025, the debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned cases filed the *Motion of Debtors for Entry of an Order (I) Approving the Disclosure Statement; (II) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (III) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan; (IV) Approving the Manner and Forms of Notice and Other Related Documents; and (V) Granting Related Relief* [Docket No. 116] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Objections to the Motion, if any, were to be filed and served no later than 4:00 p.m. (ET) on January 30, 2025 (the “**Objection Deadline**”).<sup>2</sup>

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: First Mode Holdings, Inc. (7177), and Synchronous LLC (1829). The Debtors’ mailing address is 3417 1st Ave S, Seattle, WA, 98134.

<sup>2</sup> The Objection Deadline was extended for the Office of the United States Trustee (the “**U.S. Trustee**”) and the Official Committee of Unsecured Creditors (the “**Committee**”).

Prior to the Objection Deadline, the U.S. Trustee filed the *United States Trustee's Objection to (A) Disclosure Statement for Joint Chapter 11 Plan of First Mode Holdings, Inc. and Its Debtor Affiliate Under Chapter 11 of the Bankruptcy Code and (B) Motion of Debtors for Entry of an Order (I) Approving the Disclosure Statement; (II) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (III) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan; (IV) Approving the Manner and Forms of Notice and Other Related Documents; and (V) Granting Related Relief* [Docket No. 232]. In addition, the Committee also filed a reservation of rights [Docket No. 229] and the *Objection of the Official Committee of Unsecured Creditors to the Motion of Debtors for Entry of an Order (I) Approving the Disclosure Statement; (II) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (III) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan; (IV) Approving the Manner and Forms of Notice and Other Related Documents; and (V) Granting Related Relief* [Docket No. 242].

Following discussions with the U.S. Trustee and the Committee, the Debtors made certain revisions to the proposed form of order filed with the Motion, as reflected in that certain *Notice of Revised Proposed Order (I) Approving the Disclosure Statement; (II) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (III) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan; (IV) Approving the Manner and Forms of Notice and Other Related Documents; and (V) Granting Related Relief* [Docket No. 236] (the “**Revised Proposed Order**”).

On February 6, 2025, the Court held a hearing (the “**Hearing**”) to consider, among other things, approval of the Motion. As announced at the Hearing, the Court stated that it would grant approval of the Motion, subject to certain revisions to the Revised Proposed Order as set forth on the record. Accordingly, a further revised version of the proposed order (the “**Further Revised**”

**Proposed Order**”) is attached hereto as **Exhibit A**. The Debtors respectfully submit that the Further Revised Proposed Order is consistent with the record of the Hearing. For the convenience of the Court and all interested parties, a blackline of the changed pages only comparing the Further Revised Proposed Order against the Revised Proposed Order is attached hereto as **Exhibit B**. The Debtors have circulated the Further Revised Proposed Order to counsel for the Committee and the U.S. Trustee, each of which has confirmed they do not object to entry thereof.

*[Remainder of page left blank intentionally]*

WHEREFORE, as the Debtors did not receive any objections or responses to the Motion other than as described herein, and the U.S. Trustee and the Committee do not object to entry of the Further Revised Proposed Order, the Debtors respectfully request that the Court enter the Further Revised Proposed Order without further notice or hearing at the Court's earliest convenience.

Dated: February 6, 2025  
Wilmington, Delaware

**LATHAM & WATKINS LLP**

Ray C. Schrock (admitted *pro hac vice*)  
Annemarie V. Reilly (admitted *pro hac vice*)  
Brian S. Rosen (admitted *pro hac vice*)  
1271 Avenue of the Americas  
New York, NY 10020  
Telephone: (212) 906-1200  
Facsimile: (212) 751-4864  
Email: annemarie.reilly@lw.com  
brian.rosen@lw.com

- and -

Caroline Reckler (admitted *pro hac vice*)  
330 North Wabash Avenue, Suite 2800  
Chicago, IL 60611  
Telephone: (312) 876-7700  
Facsimile: (312) 993-9767  
Email: caroline.reckler@lw.com

- and -

Jeffrey T. Mispagel (admitted *pro hac vice*)  
355 South Grand Avenue, Suite 100  
Los Angeles, CA 90071  
Telephone: (213) 485-1234  
Facsimile: (213) 891-8763  
Email: jeffrey.mispagel@lw.com

Respectfully Submitted,

/s/ Kara Hammond Coyle

**YOUNG CONAWAY STARGATT &  
TAYLOR, LLP**

Michael R. Nestor (No. 3526)  
Kara Hammond Coyle (No. 4410)  
Joseph M. Mulvihill (No. 6061)  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801  
Telephone: (302) 571-6600  
Facsimile: (302) 571-1253  
Email: mnestor@ycst.com  
kcoyle@ycst.com  
jmulvihill@ycst.com

*Counsel for Debtors and Debtors in Possession*